

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



February 16, 1996

RECORDATION NO. 16017-LL, MMM, NNN, 000
FILED 16017-LL, MMM, NNN, 000
FEB 23 1996 - 1 20 PM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-13)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Thirteenth Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated February 16, 1996, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1996, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Thirteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-

N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN; the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR; and the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV; Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XX on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-YY and 16017-ZZ; Correction to the Tenth Supplement to Equipment Trust Agreement dated as of September 29, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-BBB on October 6, 1995, along with Bill of Sale under Recordation Nos. 16017-CCC; Eleventh Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-DDD on October 27, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-EEE and 16017-FFF; the Twelfth Supplement to the Trust Agreement dated December 21, 1995, between the Company and the Trustee was filed with the ICC on December 26, 1995, under Recordation No. 16017-HHH, along with Assignment and Bill of Sale under Recordation Nos. 16017-III and 16017-JJJ, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to \$812,000 in deposited cash plus One Hundred Fifteen (115) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay Street (21W), New York, NY 10286.

The railroad equipment covered by the Thirteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

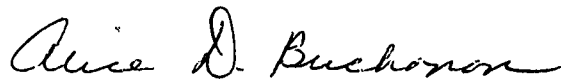
Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Thirteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Thirteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Thirteenth Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1996, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering One Hundred Fifty Three (153) railcars, and (ii) Assignment, a primary document, dated February 16, 1996, between the Company (as Assignor), and the Bank, as Trustee, and covering One Hundred Fifty Three (153) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 16, 1996, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Thirteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated February 16, 1996, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

RAF:ab

Enclosures

BILL OF SALE

(Series 7-13)

THE BANK OF NEW YORK
AS SUCCESSOR TRUSTEE
TO

RECORDATION NO. 16017-000 FILED 1495

FEB 23 1996 - 1:30 PM

TRINITY INDUSTRIES LEASING COMPANY, STATE COMMERCE COMMISSION

The Bank of New York, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated February 16, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the \$812,000 in deposited cash plus One Hundred Fifteen (115) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreement: One Hundred Fifteen (115) railcars covered by existing Lease Agreement, dated August 30, 1995, between Trinity Industries Leasing Company and CSX Transportation, Inc. (Rider 1) as described on Exhibit B to the Agreement together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").


The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York, as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 16th day of February, 1996.

THE BANK OF NEW YORK, Successor
Trustee

By: 
Vice President

Attest:



Assistant Vice President

STATE OF NEW YORK

§
§
§

COUNTY OF NEW YORK

On this 20th day of February, 1996, before me personally appeared ~~ROBERT F. MCINTYRE~~ ROBERT F. MCINTYRE, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

My Commission Expires:

May 96

TIMOTHY J. SHEA
Notary Public, State of New York
No. 01SH5027547
Qualified in New York County
Commission Expires May 5, 1996

EXHIBIT A

1. Railroad Car Lease Agreement, dated August 30, 1995, between Trinity Industries Leasing Company and CSX Transportation, Inc., covering the following described railroad cars (Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-----------------------------------|--------------------|
| 115 | 4000 cu. ft. Lo Hopper Cars | TILX 4000-4114 |

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

| <u>Quantity and Type</u> | <u>Class</u> | <u>Capacity</u> | <u>Initialed Car Numbers</u> | <u>Earliest Service</u> |
|------------------------------|--------------|-----------------|----------------------------------|-----------------------------|
| 115 Hopper Cars | Lo | 4000 cu. ft. | TILX 4000 - 4114 | 9/95 |